

Exhibit C

AFFIDAVIT OF JOSEPH KACZKA

STATE OF OHIO)
) SS
COUNTY OF STARK)

I, JOSEPH KACZKA, being first duly cautioned and sworn, depose and say of my own personal knowledge the following:

1. I am the Chief Financial Officer of Republic Engineered Products, Inc. ("Republic"). As Chief Financial Officer, I am familiar with Republic's operations and the adversary proceeding commenced against Republic by Delphi Automotive Systems, LLC (the "Adversary Proceeding").

2. Republic had no knowledge of the Adversary Proceeding until it was served with a summons and complaint on April 2, 2010. Republic continued to provide Delphi Corporation and its related entities ("Delphi") with goods after the chapter 11 filing and throughout the chapter 11 plan process. Republic continues to sell goods to Delphi today.

3. From October of 2007 to April of 2010, Republic's business changed dramatically. Due to the economic recession affecting this country and the steel industry in particular, Republic's revenues have dropped over 70% from 2007 to 2009. Republic has been forced to reduce its selling and administrative workforce by approximately 43%. Every executive at Republic that worked directly with Delphi in 2005 is no longer employed by Republic.

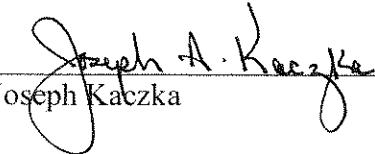
4. Since the time of the alleged transfers, Republic has undergone a major overhaul of its computer system. In 2005, the company used a legacy mainframe computer system, which no longer exists. If forced to defend the Adversary Proceeding, Republic would have to do so without the assistance of key employees and without records that are pertinent to Republic's defense.

5. Republic has reviewed the Proposed Amended Complaint, including Exhibit 1 attached thereto. According to Republic's books and records, the amount that the Proposed Amended Complaint alleges was transferred to Republic in the 90 days prior to the Petition Date is incorrect. Furthermore, based upon Republic's books and records, Republic did not send invoices to Delphi, but instead received payment through a computerized system managed by Delphi. Republic is unable to identify the alleged transfers based on the invoice numbers provided in Exhibit 1 to the Proposed Amended Complaint.

(Signature Page Follows)

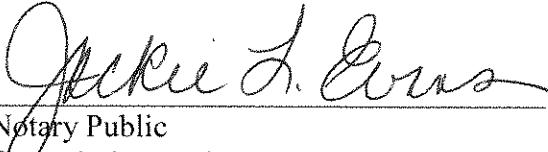
(Signature Page to Affidavit of Joe Kaczka)

FURTHER AFFIANT SAYETH NAUGHT.



Joseph Kaczka

Subscribed and sworn to before me by Joseph Kaczka on this 19th day of November,
2010.



Notary Public
Commission expires: _____

JACKIE L EVANS, Notary Public
In and for the State of Ohio
My Commission Expires Nov. 30, 2014